

BOARD OF GOVERNORS OF CONCORDIA UNIVERSITY

MINUTES OF THE MEETING OF THE OPEN SESSION OF THE BOARD OF
GOVERNORS HELD ON WEDNESDAY, MARCH 16, 1988,
8:10 A.M., H-769, SGW CAMPUS

ATTENDANCE: Present: Me A. Gervais, Q. C., Chairman. Chief Justice A. B. Gold, Chancellor. Dr .J. Bhatnagar; Ms. M. Clarke; Mr. R. Douglas; Mr . J. N. Economides; Mr. L. Ellen; Dr. T. Fancott; Mr. J. Roy Firth; Prof. S. Friedland; Mr. L. Gray; Mr. R. K. Groome, O. C.; Dr. H. Habib; Mr. G. Hiltebrandt; Ms. S. Hunt; Dr. P. Kenniff, Rector; Dr. M. Kusy; Mr. R. Lawless; Ms. S. McLeod; Mr. D. W. McNaughton; Mr. A. H. Michell; Me J.J. Pepper, Q. C.; Dr. M. Shames; Mr. P. Shea; Mr. C. I. Taylor, O.C.

Officers of the University: Dr. M. Cohen, Dr. J. C. Giguère, Dr. F. R. Whyte.

Secretary: Rev. A. Graham, S. J.

Secretary-General: Me B. Gaudet.

Absent with apologies: Mr. T. Hecht; Mr. F. Knowles; Mr. Paul E. Martin; Mr. W. W. Stinson; Mme L. Watier.

Absent: Mr. M. J. Bourgault, C. M.; Mme M. J. Drouin; Mr. P. Ivanier; Mr. J. H. Smith.

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES

BG-88-2-D6	-	Publicity Report on the Underfunding Situation.
BG-88-2-D7	-	Senate Appeals Committee.
BG-88-2-D8	-	University Library Committee.
BG-88-2-D9	-	Capital Campaign Report.
BG-88-2-D10	-	CUSA Centre Inc. Agreement.
BG-88-2-D11	-	Report on Efforts to Secure Equitable Operating Funding.

1.1 The chair was occupied by Me Gervais.

1.2 The agenda was accepted as distributed.

1.3 It was moved and seconded (Habib, Shea) and unanimously RESOLVED:

R88-11 *THAT the minutes of the Open Session of January 20, 1988, be approved.*

2. Business Arising from the Minutes

- 2.1 The Chairman (Gervais) reported on the meeting of the delegation of the Board of Governors with the Premier of Quebec, Mr. Robert Bourassa, on February 15, 1988. A written report to the Board on "Efforts to Secure Equitable

Operating Funding", dated 16 March 1988 (BG-88-2-D11), was distributed to the members. The history of events leading up to this historic meeting and the results of the meeting are fully described in this paper. Me Gervais publicly thanked the members of the delegation for their cooperative participation at the meeting. He made it very clear to the Board that the administration is determined to continue to press for Concordia's rightful funding

Dr. Kenniff expressed his disappointment at being unable to attend the meeting with the Premier due to his absence in Australia, but noted his satisfaction with the results of the conference and the increased awareness of Concordia's cause. Dr. Bhatnagar expressed his pride in the way in which the leader of the delegation, Me André Gervais, conducted the interview and the contribution made by Mr. Paul E. Martin.

Mr. Michell asked if the Board and the University Administration are satisfied that we have the in-house expertise to deal with the government during this financial crisis or if we need outside help- He pointed out that Concordia's arguments have to be assembled professionally and then sold to the government and the public. The Rector assured the Board that the Administration intends to use outside expertise in the area of public relations and the economics related to the funding formula.

Dr. Fancott suggested that, since higher levels of government tend to listen to their own experts, ways should be sought to exert appropriate influence on levels of government advisory to the Minister of Education, to Treasury Board and to other government bodies.

3. Bond issue "I"

It was moved and seconded (Kenniff, Economides) and unanimously RESOLVED:

- R88-12 1. *THAT, subject to the obtaining of the necessary for each borrowing, CONCORDIA UNIVERSITY (the "Corporation") be authorized from time to time to borrow such sums as the Board of Governors may deem appropriate and, for such Purpose, to issue bonds without limit as to the aggregate principal amount at any one time outstanding ;*

2. *THAT the Corporation be authorized to immediately borrow an amount of fifteen million dollars (\$15,000,000), by way of an issue of bonds, upon such terms and conditions, at such prices and rates of interest, for Such security and upon such provisions as hereinafter stipulated;*
3. *THAT the Corporation, for the purposes of such borrowing, be authorized to create, issue, sell and deliver Series I Bonds in an aggregate principal amount of fifteen million dollars (\$15,000,000) (the "Bonds");*

4. *THAT the Bonds,*

a) be dated as of March 23, 1988;

b) mature on March 23, 2003, with early maturity option on March 23, 1993, at the holder's option. The holder of any Bond may elect that such Bond mature on March 23, 1993. Such election may only be exercised from September 23, 1992 to December 23, 1992 exclusively. The exercise of the early maturity option shall be irrevocable;

c) be issued in bearer form Coupon Bonds, which may be registered as to principal, and in the form of Fully Registered Bonds;

d) be drafted in such form, bear such serial numbers and contain such terms and conditions, not substantially in contradiction with the provisions hereof, as may be determined by the officers of the Corporation who will execute same;

e) bear interest at the rate of 9.25% per annum up to March 23, 1993 and afterwards at the rate of 9.625% per annum up to March 23, 2005; Bonds in bearer form shall bear interest at their respective rate from March 23, 1988 to maturity payable semi-annually on March 23 and September 23 of each year on presentation and surrender of the interest coupons and, with respect to Fully Registered Bonds, from the date of registration thereof if it be March 23 or September 23 or, in all other cases, from March 23 or September 23 next preceding the date of registration thereof, provided it be no earlier than March 23, 1988, the interest thereon being payable semi-annually on March 23 and September 23 of each year until full payment of principal, any interest payment in arrears bearing interest at the same rate as the one applicable to Such Bond;

f) be issued in denominations of \$1,000, \$5,000, \$25,000 and \$100,000 with respect to Bonds in bearer form, and in denominations of multiples of \$1, 000 but which must not be less than \$5, 000 with respect to Fully Registered Bonds;

g) be exchangeable, without cost to their holders, for an equal aggregate principal amount of Coupon Bonds or Fully Registered Bonds of any authorized denominations and having, in each case, the same terms and conditions;

h) be payable in legal money of Canada at any branch in Canada of the Bank of Montreal, at the option of the holder thereof, as to the principal of the Bonds and as to the interest payable on the coupons,

5. *To deliver the Bonds to the persons, at the dates and upon such conditions as may be determined by the officers of the Corporation who will sign the Principal Trust Agreement hereinafter mentioned;*
6. *To approve the appointment of Société Nationale de Fiducie, a trust company having its head office in Montreal, as trustee, made by the ministre des Finances acting as agent for the Corporation;*
7. *To approve the appointment of Mr. Marc Rochefort of the law firm of Guy & Gilbert, of Montreal, to act as counsel to prepare and revise the relevant documentation and to deliver an opinion as to the validity of the borrowing and the issue of the Bonds, made by the ministre des Finances acting as agent for the Corporation;*
8. *To approve the appointment of Yvon Boulanger Limitée, of Montreal, to print the form of the Bonds, made by the ministre des Finances acting as agent for the Corporation;*
9. *To approve the text of the form of the Bonds, in the form of Coupon Bonds and in the form of Fully Registered Bonds, as annexed to the Principal Trust Agreement, and the draft of the form of the Bonds, submitted to this Meeting;*
10. *To secure the Bonds by the assignment to the Trustee representing the holder of the Bonds of the subsidy of the Gouvernement du Québec, it being understood that neither the Corporation nor the Trustee may require that the moneys to be deposited to the University Institutions Sinking Fund be remitted to them by the ministre des Finances before the dates fixed in the schedule of Payment of the subsidy annexed hereto as Schedule A in accordance with the maturity dates of the Bonds;*

11. *To authorize any one of the officers of the Corporation so long as they are two acting jointly, to execute, for and in the name of the Corporation, the Principal Trust Agreement to be entered into, to consent to all provisions and undertakings as they may deem not substantially in contradiction with the terms and conditions hereof, to consent that the proceeds from the sale of the Bonds be remitted to the Trustee and used by the latter, only upon the authorization of the ministre de l'Enseignement supérieur et de la Science or of its duly authorized representative, and to do such things and sign such other documents as they may deem, in their sole discretion, necessary or useful for the Purpose of giving effect to this resolution;*
12. *To authorize the same persons to deliver the Bonds to the Trustee for certification and to sign all necessary documents for such purpose and for the definitive delivery of the Bonds to the purchasers;*
13. *To assume from the proceeds of the borrowing, all the expenses and fees incurred in connection with the foregoing, as well before as after this resolution, including the fees and expenses of legal counsel, the initial fees of the Trustee and the costs of printing the Bonds in conformity with the current tariffs negotiated by the ministre des Finances;*
14. *To pay, from the current Income of the corporation, the annual fees of the Trust" in conformity with the tariffs then in force negotiated by the ministre des Finances;*
15. *To authorize the issue of an Offering Circular with respect to the issue of the Bonds;*
16. *To ratify, subject to the granting by the ministre de l'Enseignement supérieur et de la Science of a subsidy to secure the payment of the Bonds at the price of 99.35% of their principal amount, together with the date or accrued interest thereon, if any, p to the delivery to a group of underwriters composed of Lévesque, Beaubien Inc., Tassé & Associés, Limitée, Banque Nationale du Canada, McNeil, Mantha, Inc., Brault, Guy, O'Brien, Inc., McLeod Young Weir Limitée, Merrill Lynch Canada Inc., Richardson Greenshields du Canada Limitée, Walwyn Stodgell Cochran Murray Limitée, Wood Gundy Inc. and Nesbitt Thomson Bongard Ltée, under the direction of Lévesque, Beaubien Inc.*

4. Change in the Name and Function of Senate Appeals Committee

Dr. Kenniff announced to the Board that after consultation, it had been decided that this item need not be brought to the Board for approval. The Chancellor suggested that such items, however, should be submitted for the information of the Board members.

5. Amendment to the Mandate of the University Library Committee

As in the foregoing item #4, it was decided, after consultation that it was not necessary for the Board to consider and resolve this item.

6. It was moved and seconded (Kenniff, Friedland) and unanimously RESOLVED:

R88-13 *WHEREAS CUSA and CUSA Centre Inc. are duly incorporated under Part III of the Quebec companies Act;*

WHEREAS the University holds an amount of six hundred and seventy three thousand dollars (\$673,000) Plus interest accrued over the 1986-87 and 87-88 fiscal years;

WHEREAS CUSA Centre Inc. wishes to Pledge to the University's capital Campaign the said amount f \$673,000 for the renovation and operation of approximately eight hundred an& ten square meters on the mezzanine of the Hall Building, such area to be used for Student activities by CUSA and possibly other student corporations and association; and

WHEREAS CUSA Centre Inc. wishes to use the interest accrued to the said amount since June 1, 1 986 for the purpose of reimbursing CUSA for expenses incurred on leasehold improvements to the east end campus;

THAT Dr. Charles Giguère, Vice-Rector, Services be authorized to sign the memorandum of agreement as set out in BG-88-2-D10.

7. Mr. Hildebrandt, the GSA representative on the Board mentioned that there had been no increase in the GSA fees during the past three year.

It was moved and seconded (Hildebrandt, McNaughton) and unanimously RESOLVED:

R88-14 *THAT in conformity with a motion passed by the GSA Council. the GSA annual membership fees be increased from \$25 to \$27 per student.*

8. Ms. M. Clarke reported to the Board that the referendum submitted to the student body concerning increase in CUSA student fees had been defeated. No motion is therefore appropriate.

9. Capital Campaign

The Rector called attention, to the report of the Capital Campaign (BG-88-2-D9). He announced that Mr. Bob Wyeth, Director of the Capital Campaign, is leaving the employ of the University. Kenniff extended congratulations to Mr. Wyeth for his extremely effective efforts on behalf of the Campaign.

Dr. Kenniff announced that the University Administration is involved in a search for a Director of University Advancement, and expects to recommend an appointment in the near future.

10. Construction Contract for the Concert Hall

In answer to a question Dr. Giguère informed the meeting that the Board had authorized \$3.25 million, plus or minus a 5% margin, for the construction of this facility. This would establish an upper cost limit of \$3.412 million. The current estimated cost is \$3.34 million. However, this does not include "soft costs- (engineering design, architects' fees, project manager) and seating. If these are included, the Cost should lie between \$4.22 and \$4.32 million. At the same time, there is the possibility of a Federal Tax Rebate of between \$100,000 and \$200,000.

A contract should be signed within the next two weeks for the work already authorized by the Board.

12. Report of the Rector

1. Dr. Kenniff reported that Concordia University and the Ministry of Culture of Poland have concluded an agreement encompassing exchanges of faculty members, of scholarly materials, and academic or cultural events. Possible student exchange must await further study. It should be noted that 22 Institute-, of Fine Arts in Poland are involved in the negotiations; because Fine Arts education in Poland is not directly connected to universities, all the Institutes come under direct control of the Ministry of Culture.

This agreement which the Vice-Rector, Academic, the Dean of Fine Arts and two members of the Fine Arts Faculty recently concluded, is a major achievement for Concordia. Discussions leading to the consideration of such an agreement were initiated originally by Associate Professor Philip Cohen, Department of Music.

2. The Rector also reported that the meeting of the Conference of Rectors & Vice-Chancellors of Commonwealth universities, which he recently attended in Perth, Australia, was very successful and productive. These conferences take place at intervals of five years in different Commonwealth countries.
 3. An eight-member AUCC delegation of Canadian university presidents and rectors will travel to China in April to meet with the heads of major Chinese universities. Dr. Kenniff is a member of the delegation.
- 13.3 Dr. Cohen reported that he is preparing the 1988-89 provisional operating budget which will be tabled at the April meeting of the Board.
15. Any other business
- Mr. McNaughton drew attention to the fact that the number of chairs around the conference table in the Board Room seems inadequate and asked if the situation could be improved. The Chairman, noting that the total number of Governors has recently increased by eight members, referred this matter to the Vice-Rector, Services (Giguère), for a solution.
16. Me Pepper inquired from the undergraduate student representatives about the percentage of students voting in the recent referendum. He was told that approximately 8% of the students usually vote in student elections and polls.
17. The next meeting will be Wednesday, April 20, 1988 at 8:00 a.m., H-769, SGW Campus.

The meeting terminated at 8:55 a.m.

Aloysius Graham, S.J.
Secretary